

MINUTES OF MEETING
MARCH 8, 1990, 10:00 A.M., EST

The Members of the Department of Financial Institutions met at 10:00 a.m., est, in the Board Room, 1024 State Office Building, Indianapolis, Indiana on Thursday, March 8, 1990. Members present were Messrs. Mark Hasten, presiding, Eugene H. Deutsch, R. Douglas Grant, John M. House, W. Paul Wolf and Mrs. Dee L. Godme. Also present were Director Charles W. Phillips; Deputy Directors Donald E. Husk, John E. Simmonds, Charles M. Wright; Chief Legal Counsel, J. Philip Goddard; Randall L. Rowe, Bank Supervisor; James M. Cooper, Administrative Assistant, Bank Division; John J. Schroeder, Senior Bank Analyst, Bank Division; Gregory E. Younce, Senior Bank Analyst, Bank Division; Mark K. Powell, Supervisor, Credit Union and Savings and Loan Division; Ben Shapiro, Sidley & Austin law firm, representing First Affiliated Bancorp, Inc.; John Rodda, Director of First Affiliated Bancorp, Inc.; George Mitten and Ralph Musser, Goodland State Bank, representing First Affiliated Bancorp, Inc.; Stephen J. Hackman, Ice Miller Donadio & Ryan law firm, representing First Affiliated Bancorp, Inc.; David Prechtel, Bingham Summers Welsh & Spliman law firm, representing Premier Financial Corp.; Karol Sparks, Krieg DeVault Alexander & Capehart law firm, representing Irwin Union Bank and Trust Company; Michelle Cline, Executive Secretary. Member Wendell L. Dixon was absent.

I. PUBLIC SESSION

A.) Upon motion made by Mr. Wolf and seconded by Mr. Deutsch, the minutes of the meeting held February 8, 1990, were unanimously approved.

Supervisor Mark K. Powell presented the following items for the Credit Union and Savings and Loan Division:

1.) A request was submitted by Teachers Credit Union, South Bend, St. Joseph County, Indiana for permission to add the following qualified groups to its current field of membership:

- a.) Steven M. Meyer, M.D., Inc. of St. Joseph County - South Bend - 7 members
- b.) Arcox Manufacturing, Inc. of Fulton County - Rochester - 14 members
- c.) Rainbow International Northwest of St. Joseph County - South Bend - 10 members
- d.) Church Growth Services of St. Joseph County - South Bend - 20 members
- e.) Greencastle Christian Church of Putnam County - Greencastle - 300 members
- f.) B & F Realty, Inc., of Elkhart County - Elkhart - 16 members
- g.) Credit Bureau of South Bend-Mishawaka of St. Joseph County - South Bend - 28 members
- h.) Consolidation Services International, Inc. of St. Joseph County - South Bend - 15 members
- i.) Slatile Thermal Insulation Co., Inc. of St. Joseph County - South Bend - 22 members
- j.) Rambend Corporation of St. Joseph county - South Bend - 105 members
- k.) Steve & Gene's Auto Truck Salvage of St. Joseph County - South Bend - 4 members
- l.) O & R Buildings of Fulton County - Akron - 9 members
- m.) Black Lumber Company, Inc. of Monroe County - Bloomington - 81 members
- n.) The Housing Authority of the City of South Bend, Indiana of St. Joseph County - South Bend - 39 members
- o.) Nyloncraft, Inc. of St. Joseph County - Miskawaka - 450 members
- p.) Turkey Run Community School Corporation of Parke County - Marshall - 95 members
- q.) Eminence Consolidated Schools of Morgan County - Eminence - 71 members
- r.) Monroe-Gregg School District of Morgan County - Monrovia - 165 members
- s.) Michiana Telecasting Corporation of At. Joseph County - South Bend - 179 members
- t.) Mid-City Supply Company, Inc. of Elkhart County - Elkhart - 50 members

Upon motion made by Mrs. Godme and seconded by Mr. Wolf, the request was unanimously approved.

2.) A request was submitted by Federal Employees Credit Union, Gary, Lake County, Indiana for permission to add the following qualified group to its existing field of membership:

- a.) Gary Public Transportation Corporation - Gary - 115 members

Upon motion made by Mrs. Godme and seconded by Mr. Deutsch, the request was unanimously approved.

3.) A request was submitted by Indianapolis Power & Light Company Employees Credit Union, Indianapolis, Marion County, Indiana for permission to include employees directly hired by either IPALCO Enterprises, Inc. or Mid-America Capital Resources, Inc. as members of Indianapolis Power & Light Company Employees Credit Union. Upon motion made by Mrs. Godme and seconded by Mr. Grant, the request was unanimously approved.

4.) A request was submitted by Members First Credit Union, Indianapolis, Marion County, Indiana for permission to add the following qualified groups to its existing field of membership:

- a.) Sheller-Ryobi Corporation - Shelbyville - 167 members
- b.) Woods Wire Products, Inc. - Carmel - 350 members

Upon motion made by Mrs. Godme and seconded by Mr. Wolf, the request was unanimously approved.

5.) A request was submitted by Ayres Employees Credit Union, Indianapolis, Marion County, Indiana for permission to add part-time employees of L.S. Ayres and Company to its existing field of membership.

Upon motion made by Mr. Grant and seconded by Mrs. Godme, the request was unanimously approved.

Deputy Director Husk presented the following items for the Bank and Trust Division:

1.) A request was submitted by Premier Financial Corp., Elkhart, Elkhart County, Indiana for prior approval to effect change of control of The Cromwell State Bank, Cromwell, Noble County, Indiana. The acquisition will be completed by the merger of Cromwell Financial Corp., parent of The Cromwell State Bank, with and into Premier Financial Corporation. The transaction will be a cash purchase. Mr. Deutsch made a motion to approve the change of control subject to the completion of the private placement totaling \$2 million. Mr. House seconded the motion and it was unanimously approved.

2.) A request was submitted by First Affiliated Bancorp, Inc., Watseka, Iroquois County, Illinois for permission to acquire Bancorp of Northwestern Indiana, Goodland, Newton County, Indiana. After the acquisition is completed, First Affiliated Bancorp, Inc., will gain control of Goodland State Bank, Goodland, Newton County, Indiana. The acquisition will be completed by the merger of First Affiliated Bancorp, Inc.'s wholly-owned interim bank holding company, "First Affiliated Acquisition Corporation" with and into Bancorp of Northwestern Indiana who will survive the merger. Upon motion made by Mr. Grant and seconded by Mr. Wolf, the request was unanimously approved.

3.) A request was submitted by Trustcorp Bank, South Bend, St. Joseph County, Indiana for approval of mergers with the transaction involving five institutions. All of the institutions are wholly-owned bank subsidiaries of Trustcorp of Indiana, Inc. The transaction is merely a business combination to streamline operations. Upon consummation of the mergers, the main offices of four institutions and their present branch offices will become branch banking offices of Trustcorp Bank, South Bend. This will result in the applicant operating a total of forty-one branch banking offices in: St. Joseph, Elkhart, Fulton, Kosciusko, Starke, Pulaski, Steuben, LaPorte and Cass Counties. The institutions which will merge with and into Trustcorp Bank, South Bend are:

a.) Trustcorp Bank, Angola, NA, Steuben County, Indiana

BRANCHES: State Road North and Harcourt Road, Angola
State Road North and State Road 120, Fremont

(on 2-19-90 name of institution became Society Bank, Angola, NA)

b.) Trustcorp Bank, Goshen, Elkhart County, Indiana

BRANCHES: 113 W. Washington Street, Millersburg
Main & Market Streets, New Paris
511 W. Lincoln Avenue, Goshen
707 Lincolnway East, Goshen
100 N. Elkhart Street, Wakarusa
1505 S. Main Street, Goshen
23864 U.S. 33 East, Elkhart
3131 E. Center Street, Warsaw
1310 Greencroft Drive, Goshen
120 S. Lake Street, Warsaw
913 Main Street, Rochester
Camelot Square, North Webster
Main Street, Leiters Ford

(on 2-19-90 name of institution became Society Bank, Goshen)

c.) Trustcorp Bank, Knox, Starke County, Indiana

BRANCHES: 1003 S. Prettyman Street, Knox
State Road 10 West, North Judson
154 Dunes Plaza, Michigan City

(on 2-19-90 name of institution became Society Bank, Knox)

d.) Trustcorp Bank, Winamac, Pulaski County, Indiana

BRANCHES: Main Street, Medaryville
State Road 35, Star City
3900 U.S. 24 East, Logansport

(on 2-19-90 name of institution became Society Bank, Winamac)

Present branch banking office of Trustcorp Bank, South Bend are located at:

2105 Miami Street, South Bend
19730 Darden Road, South Bend
2806 Lincolnway West, South Bend
3617 E. McKinley, South Bend
4627 Miami Street, South Bend
16600 Cleveland Road, Mishawaka
4854 Western Avenue, South Bend
12492 McKinley Highway, Mishawaka
401 E. Monroe Street, South Bend
2406 Mishawaka Avenue, South Bend
1832 Prairie, South Bend
222 S. Michigan Street, Lakeville
401 Lincolnway West, Mishawaka
101 S. Main Street, Elkhart
LaFortune Student Center, Notre Dame
3062 S. Ironwood Drive, South Bend

(on 2-19-90 Trustcorp Bank, South Bend changed name to Society Bank, Indiana)

Upon motion made by Mr. House and seconded by Mr. Grant, the request was unanimously approved.

4.) A request was submitted by Irwin Union Bank and Trust Company, Columbus, Bartholomew County, Indiana for confirmation of accounting proposed for safekeeping receipts as related to the Department's annual supervision fees. Upon motion made by Mr. Wolf and seconded by Mr. Deutsch, the request was unanimously approved.

II. EXECUTIVE SESSION

1.) Director Phillips spoke with the Members regarding personnel matters. This item of business is authorized under Executive Session by I.C. 5-14-1.5-6(a)(5).

2.) The Members reviewed and discussed the material presented to them regarding American State Bank, Lawrenceburg, Dearborn County, Indiana. This aspect of the Executive Session is authorized by I.C. 5-14-1.5-6(a)(6).

3.) The Members reviewed and discussed the material presented to them regarding Madison County Bank and Trust, Chesterfield, Madison County, Indiana. This aspect of the Executive Session is authorized by I.C. 5-14-1.5-6(a)(6).

A.) No action was taken under Executive Session. Each item was informational only.

III. DIRECTOR'S COMMENTS

A.) In accordance with the Department's policy dated August 13, 1987, First of America Bank, Indianapolis, Marion County, Indiana has notified the Department they intend to establish a wholly-owned bank subsidiary. The institution proposes to establish First of America Investment Company-Indianapolis, 5300 Crawfordsville Road, Indianapolis, Marion County, Indiana. The propose of the wholly-owned bank subsidiary is to conduct investment activities, as are permissible to be conducted by the applicant. This was informational only.

IV. CERTIFICATION

The Department certifies that the business discussed in the Executive Session was limited only to business which was set out in the Department's Notice of Meeting and Agenda under the heading, Executive

-6-

Session. Any action taken by the Department relating to the business discussed in the Executive Session was conducted in the Public Session.

There being no further business to come before the Members, the meeting was adjourned. The next regularly scheduled meeting will be Thursday, April 12, 1990, at 10:00 a.m., est, in the Board Room, 1024 State Office Building, Indianapolis, Indiana 46204.

APPROVED: _____ ATTEST: _____